

**EXHIBIT A**

**Certificate of Incorporation and  
Certificate of Authority to Transact Business in Illinois**

**CERTIFICATE OF  
INCORPORATION OF  
NEWPATH HOLDINGS. INC.**

**ARTICLE 1**

The name of this corporation is **NewPath Holdings. Inc. (the "Corporation")**.

**ARTICLE 2**

A. The address of the Corporation's registered office in the State of Delaware is **1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent at such address is The Corporation Trust Company.**

B. The name and mailing address of the incorporator of the Corporation is **Michael G. Kulik, 666 Walnut Street, Ste. 2500, Des Moines, Polk County, Iowa 50309.3993.**

**ARTICLE 3**

The existence of the Corporation shall be perpetual.

**ARTICLE 4**

The nature of the business or purposes to be conducted or promoted is to provide **telecommunications services and engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.**

**ARTICLE 5**

A. **Classes of Stock.** This Corporation is authorized to issue two (2) classes of stock, to be designated respectively "Common Stock" and "Preferred Stock." The total number of shares that this Corporation is authorized to issue is one hundred fifty million (150,000,000) shares. One hundred million (100,000,000) shares shall be Common Stock and fifty million (50,000,000) shares shall be Preferred Stock, each with a par value of \$0.0001 per share.

B. **Rights, Preferences, and Restrictions of Preferred Stock.** The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof.

## ARTICLE 6

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend, and rescind any or all of the Bylaws of the Corporation.

## ARTICLE 7

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the Board of Directors or by the stockholders.

## ARTICLE 8

Elections of directors need not be by written ballot, unless the Bylaws of the Corporation shall so provide.

## ARTICLE 9

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

## ARTICLE 10

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this article to authorize corporation action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article 10 by the stockholders of the Corporation shall not adversely affect any right or protection of a

director of the Corporation existing at the time of, or increase the liability of any director of this Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

#### ARTICLE 11

To the fullest extent permitted by applicable law, this Corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Delaware law permits this Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors, or otherwise in excess of the indemnification and advancement otherwise permitted by section 145 of the General Corporation Law of the State of Delaware, subject only to limits created by applicable Delaware law (statutory or nonstatutory) with respect to actions for breach of duty to this Corporation, its stockholders, and others.

Any repeal or modification of any of the foregoing provisions of this Article 11 shall not adversely affect any right or protection of a director, officer, agent, or other person existing at the time of, or increase the liability of any director of this Corporation with respect to, any acts or omissions of such director, officer, or agent occurring prior to such repeal or modification.

#### ARTICLE 12

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the General Corporation Law of Delaware, does make and file this Certificate of Incorporation hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 5th day of August, 1999.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation on this 5th day of August, 1999.

  
Michael G. Kulik, Incorporator

File Number 6068-458-E



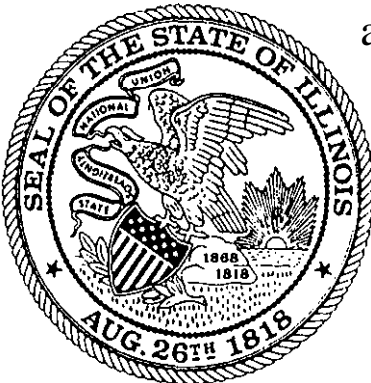
# State of Illinois

## Office of The Secretary of State

**Whereas** APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF  
NEWPATH HOLDINGS, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 20TH  
day of SEPTEMBER A.D. 1999 and of  
the Independence of the United States the two  
hundred and 24TH



C-212.3

*Jesse White*  
RECORDING DESK  
BOX 170  
Secretary of State

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
http://www.sos.state.il.us

This space for use by Secretary of State

**FILED**

SEP 20 1999

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 09/20/99

License Fee \$       

Franchise Tax \$ 35.36

Filing Fee \$ 75.00

Penalties \$       

Approved: MR 8/10.36

1. (a) CORPORATE NAME: NewPath Holdings, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_  
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: 08/05/1999

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:  
(If none, so state)

11260 Aurora Avenue, Bldg. 12

None

Des Moines, IA 50322

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CT CORPORATION SYSTEM

**EXPEDITED**

First Name

Middle Name

Last Name

Registered Office

c/o CT CORPORATION SYSTEM, 208 S. La Salle Street

SEP 20 1999

Number

Street

Suite #

SECRETARY OF STATE

Chicago

60604

Cook

City

ZIP code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
Delaware

6. Names and residential addresses of officers and directors:

Name

No. a Street

City

State

ZIP

President See attached Exhibit A

Secretary

Director

Director

Director

**RECORDING DESK**  
**BOX 170**

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

**Telecommunication Services**

9. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$ .0001	100,000,000	2,770,526
Preferred	(Undesignated)	\$ .0001	50,000,000	-

9. Paid-in Capital: \$ 235,705

('Paid-in Capital' replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property' of the corporation for the following year: \$ 40,000,000
- (b) Give an estimate of the total value of all the property' of the corporation for the following year that will be located in Illinois: \$ 4,000,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 5,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: a 500,000

11. Interrogatories: (Important -- this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: See item 3 (a)
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 3,770,526
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11 (d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated September 9, 1999  
(Month & Day) (Year)

attested by Mick Herke  
(Signature of Secretary or Assistant Secretary)  
Mick Herke, Secretary  
(Type or Print Name and Title)

NewPath Holdings, Inc.  
(Exact Name of Corporation)  
Jay R. Eliason  
(Signature of President or Vice President)  
by Jay R. Eliason, President  
(Type or Print Name and Title)

- \* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.
- \*\* When the response to #11 (a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**NEWPATH HOLDINGS, INC.**  
(Delaware Corporation)

NAME	OFFICER TITLE	ADDRESS
Jay R. Eliason	President/Director	11260 Aurora Avenue; Bldg. 12 Des Moines, IA 50322
Shawn Hanson	Vice President	11260 Aurora Avenue, Bldg. 12 Des Moines, IA 50322
Mick Herke	Secretary	11260 Aurora Avenue, Bldg. 12 Des Moines, IA 50322
Dennis Bixenman	Treasurer/Director	8 14 Pierce Street P.O. Box 9400 Sioux City, IA 51102
William Laverack	Director	177 Broad Street, 15th Floor Stanford, CT 06901
James R. Matthews	Director	177 Broad Street, 15th Floor Stanford, CT 06901

RECORDING DESK  
BOX 170





# OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 20, 1999

6068-458-8

C T CORPORATION SYSTEM  
600 SOUTH SECOND STREET  
SPRINGFIELD, IL 62704

RE NEWPATH HOLDINGS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE **REGISTERED** OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

.JW:CD